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FCC 602 Main Form

FCC Ownership Disclosure Information for the Winless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| plicant/Licensee Information | | | | |
|---|-------------------------------|---|--|--|
| First Name (if individual): | MI: | Last Name: | | Suffic |
| Applicant Name (if entity): | | | 3) Applicant TIN: | |
| ypa-control (Constant) | | | | |
| lantis Bidding Corp. | | | | |
| ated FCC Regulated Businesses of Applicant/Lice | nsee | | | |
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensea (use additional sheets, if necessary): | Prin | 4b) ictpal Buainees: | 4c) TIN: | 4d) Percent of Interest Held: |
| one. | | | | |
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| Licensing & Te | | <u> </u> | N 1 3 2000 | |
| Analysis Bra | 411C11 | Licensi | ng & Technical | |
| | | Anal | vsis Branch | |
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| rst Name: | MI: | _ast Name: | | Suffix |
| _ | | a n. | | |
| homas le: | | Sullivan | | |
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| resident | | | | |
| mature: | | | | Date: |
| (f | | | | 5/24/00 |
| illure To Sign This Application May Result in Dismissel Of The Applica | tion And Forfeit. | re Of Any Fees Paid | | |
| | | | | |
| ILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTAINOUGH REVOCATION OF ANY STATION LICENSE OR CONSTRUCT ACTION 603) | CHMENTS ARE TION PERMIT (U | PUNISHABLE BY FINE AND I.S. Code, Title 47. Section 31 | OR IMPRISONMENT (U.S 2(a)(1)). AND/OR FORFEIT | Code, Title 18. Section 1001) 'URE (U.S. Code, Title 47, |

FCC Ownership **Disclosure** Information for the **Wireless Telecommunications** Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

| 1) Disclosable Interest Hdder's First Name (ii in | ndividual): | MI: | Last Name : | | suffix: |
|---|---|---|--|--|-------------------------------------|
| Gerald | | | Vent0 | , | |
| 2) Disclosable Interest Hdder's Name (ii entity) | : | | • | 3) Disclosable Interest Holder | 's TIN: |
| | | | | To the state of th | Maneys: |
| Disclosable Interest Hdder's Address: | | | | | |
| 010 N. Glaba Road Suita 800 Ar | lington VA | 22201 | | | |
| 1010 N. Glebe Road, Suite 800, Arlington, VA 22201 5) Type of Interest in Applicant () 6) Disclosable Interest Hd | | Idder is a(n): () Percent of Interest Held in Applicant: | | Applicant: | |
| (refer to Instructions for list) | (refer to instructions for list of codes) | | or list of codes): | Tyr cross of merodia mysphodia. | |
| o, K, R, O | I | | | 30.01% voting 7.5% Equity | → |
| Disclosable Interest Hdder's Type of Owners (refer to instructions for list): | ship | | 9) Disclosable Interes | st Hdder's Country of Citizenship: | |
| | | | USA | | |
| Relationship Description (if the discloseable in | ntoroot holder is a | n indirect at | | in from indirect owner to the applica | unt). |
| lated FCC Regulated Businesses of I | Disclosable in | terest Holo | ders (repeat for eac | h interest holder identified) | _ |
| lated FCC Regulated Businesses of I 11a) Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed is | usinesses | | ders (repeat for each 11b) incipal Business: | h interest holder identified) IIc) TIN: | IId) Percent of Interest Hele |
| 11a) Name and address of all FCC Regulated Bu | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed additional sheets, if necessary): | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated But owned by Disclosable Interest Holder listed is additional sheets, if necessary): Dee Ex. 1 | usinesses | | 11b) | IIc) | Percent of |
| 11a) Name and address of all FCC Regulated Buowned by Disclosable Interest Holder listed in | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated But owned by Disclosable Interest Holder listed is additional sheets, if necessary): Dee Ex. 1 | usinesses | | 11b) | IIc) | Percent of |
| Name and address of all FCC Regulated But owned by Disclosable Interest Holder listed is additional sheets, if necessary): ee Ex. 1 | usinesses | | 11b) | IIc) | Percent of |

FCC Ownership Disclosure information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

Neeleashle Interest Helder information (complete as many as required to describe all displaceble interest helders

| 1) Disclosable Interest Hdder's First Name (if in | dividual): | MI: | Last Name: | , | Suffix: |
|---|-----------------------------|-------------------|---|--|------------------------------|
| Thomas | | | Sullivan | | |
| 2) Disclosable Interest Holder's Name (ii entity): | | | L | 3) Disclosable Interest Hdder's | TIN: |
| | | | • | | |
| 4) Disclosable Interest Holder's Address: | | | _ | | |
| 1010 N. Glebe Road. Suite 800: Ar | lington. VA 2 | 2201 | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) | 6) Disclosable | Interest | Holder is a(n): () for list of codes): | 7) Percent of Interest Held In A | oplicant: |
| (release to managed as for list) | (TOTOL TO ITE | 34 404013 | ior list of codes). | 30.01% voting | |
| D, K, R, O | I | | | 7.5% Equity | |
| 8) Disclosable Interest Holder's Type of Owners (refer to instructions for list): | hip | | 9) Disc&able Interest F | Idder's Country of Citizenship: | |
| | | | | | |
| | | | USA | | |
| 1 0)_Relationship Description (if the discloseable i | nterest holder is an | indirect o | wner, list path of ownership | from indirect owner to the applicant | i: |
| | | | | | |
| | | | | | |
| elated FCC Regulated Businesses of D | Disclosable Inte | rest Ho | ders (repeat for each | interest holder identified) | |
| IIa) | | | IIb) | 11c) | IId) |
| Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed in | | F | rincipal Business: . | TIN: | Percent of Interest Held: |
| additional sheets, if necessary): | | | | | |
| See Ex. 2 | | | | | |
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FCC Ownership Disclosure Information for the Wireless **Telecommunications** Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 Se0 instructions for public burden estimate

|) Disclosable Interest Hdder's First Name (i | f individual): | MI: | Last Name: | | Suffix: |
|---|---|------------|---|-------------------------------------|-------------------------|
| 2) Disclosable Interest Holder's Name (if enti | ty): | | | 3) Disclosable Interest Hdd | der's TIN: |
| . H. Whitney IV, L.P. | | | • | | |
| Disclosable Interest Holder's Address: | | | | | |
| 77 Broad Street, 15th Fl.; Stam | ford, Connection | cut 0690 | l; Attn : William L | averack, Jr. | |
| Type of Interest in Applicant () (refer to Instructions for list) | Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): | | 7) Percent of Interest Held in Applicant: | | |
|) | L | | | 16.7% Voting 28.3% Equity | |
| Disclosable Interest Holder's Type of Own (refer to instructions for list): | ership | | 9) Disclosable Interes | st Holder's Country of Citizenship: | : |
| , P | | | USA | | |
| di d | | | | | |
| | | | rner, list path of ownersh i | | |
| | f Disclosable Int Businesses ed in #3 (use | erest Hold | rner, list path of ownersh i | | |
| Name and address ofall FCC Regulated owned by Disc&able Interest Holder lists | f Disclosable Int Businesses ed in #3 (use | erest Hold | rner, list path of ownershi | h interest holder identified | 1) 11d) Percent c |

| owned by Disc&able Interest Holder listed in #3 (use additional sheets, if necessary): | | Interest Held: |
|--|-------------------------|----------------|
| Zephyr Wireless, L.L.C. | | |
| | 39 GHz applicant | 12.18% |
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FCC Ownership Disclosure information for the Wireless **Telecommunications** Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Schedule for Disclosable Interest Holders

| 1) Disclosable Interest Holder's First Name (ii indiv | ridual): | MI: | Last Name: | | | suffix: |
|---|-----------------------------|-------------------|----------------------------|--|----------------|-----------------------------|
| | | | | | | |
| 2) Disclosable Interest Holder's Name (if entity): | | • | | 3) Disclosable Interest H | older's TIN | : |
| Northwood Ventures, L.L.C. | | | | Unavailable | | |
| Disclosable Interest Holder's Address: | | | | Chavahasio | | |
| 405 11 1 111 7 1 1 2 2 205 | G | T 7 1 | 11501 0410 4 | D | | |
| 485 Underhill Boulevard, Suite 205; 5) Type of Interest in Applicant () | Syosset, New 6) Disclosable | | | Peter Schiff 7) Percent of Interest He | ld in Appli | oont: |
| (refer to Instructions for list) | | | or list of codes) : | 7) Percent of interest He | на іп Аррііс | zant. |
| _ | 3.6 | | | 16.7% Voting | _ | - |
| D | M | | O) Disabashla Interest | 28.3 % Equity | | |
| Disclosable Interest Holder's Type of Ownership (refer to instructions for list): |) | | 9) Disclosable Interest i | Hdder's Country of Citizensl | nip: | |
| C, P | | | USA | | | |
| D) Relationship Description (if the discloseable inte | rest holder is an i | ndirect ov | | from indirect owner to the a | pplicant): | |
| Interest shown aggregated with a rela | ted entity, No | orthwoo | od Capital Partners, | LLC. | | |
| | | | | | | |
| | | | | | | |
| elated FCC Regulated Businesses of Dis | sclosable Inter | est Hole | ders (repeat for each | interest holder identifi | ed) | |
| Ila) | | | lib) | llc) | | IId) |
| Name and address of all FCC Regulated Busin owned by Disclosable Interest Holder listed in a | | Pi | rincipal Business: | TIN: | | Percent of Interest Held |
| additional sheets, if necessary): | | | | | | |
| WJG MariTEL Corporation | | | | | | |
| - | \mathbf{p}_{1} | ıblic co | oast station licensee | Unavailable | > 10 | % |
| | 10 | ione co | dist station needsec | Chavanable | 10 | 70 |
| Southfield Communications, LLC | | | | ŀ | | |
| | 39 | GHz | licensee | Unavailable | > 10 |)% |
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FCC Ownership Disclosure Information for the Wireless **Telecommunications** Services

Schedule for Disciosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| 1) Disdceable Interest Holder's First Name (if individ | dual): | MI: | Last Name: | | suffix: | |
|--|-----------------|-----------|---------------------------|---|------------------------------|--|
| | | | | | | |
| O. D. I. | | | | (a) D: 1 11 14 4 4 11 1 7 7 11 | | |
| 2) Disclosable Interest Holder's Name (if entity): | | | | Disdceable Interest Hdder's TIN | : | |
| M/C Venture Partners IV, L.P. | | | | Unavailable | | |
| 4) Disclosable Interest Hdder's Address: | | | | L | | |
| | | | | | | |
| 75 State Stree, Suite 2500; Boston, M | | | | 1 | | |
| 5) Type of Interest in Applicant () 6) Discloeable Interest Holder is a(n (refer to Instructions for list) (refer to instructions for list of coo | | | | 7) Percent of Interest Held in Applicant: | | |
| , | , | | , | 16.7% Voting | | |
| D | L | | | 28.3 % Equity | | |
| 8) Disclosable Interest Hdder's Type of Ownership | | | 9) Disdceable Interest Ho | older's Country of Citizenship: | | |
| (refer to instructions for list): | | | | | | |
| | | | | | | |
| C, P | | | USA | | | |
| 10)-Relationship Description (if the disdceeable intere | | | | | | |
| Interest shown aggregated with two rel | lated entities. | , Chestn | ut Street Partners, II | nc. and M/C Venture | | |
| Investors, LLC | | | | | | |
| | | | | | | |
| Related FCC Regulated Businesses of Disc | losable Inter | est Holde | ers (repeat for each ir | nterest holder identified) | | |
| IIa) | | | IIb) | IIc) | IId) | |
| Name and address of all FCC Regulated Busine | | Prir | ncipal Business: | TIN: | Percent of Interest Held: | |
| owned by Disclceable Interest Holder listed in #3 additional sheets, if necessary): | use | | | | interest Heid. | |
| See Ex. 3 | | | | | | |
| See Ex. 5 | | | | | | |
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Atlantis Bidding Corp. FCC Form 602 Exhibit 1 FCC Licensed Interests of Gerald Vento

Mr. Vento holds the following interests in FCC licensed companies:

| Licensee | Principal Business | TIN | I Interest 1 |
|-------------------------------|---------------------|---------|---------------------------|
| TeleCorp PCS, Inc. | PCS holding company | | 50.1% Voting' |
| , | | | 4.68% Equity |
| TeleCorp Holding Corp., Inc. | PCS provider | | 50.1% Voting ¹ |
| | | | 9.25% Equity |
| TeleCorp LMDS, Inc. | LMDS provider | | 50.1% Voting' |
| | | | 9.25% Eauity |
| TeleCorp PCS, L.L.C. | PCS provider | | I 50.1% Voting' |
| | | | 4.68% Equity |
| TeleCorp of Puerto Rico, Inc. | PCS provider | | 50.1% Voting' |
| | | | 4.68% Equity |
| TeleCorp Communications, Inc. | Microwave backhaul | | 50.1% Voting ¹ |
| | | | 4.68% Equity |
| THC of Tampa, Inc. | PCS provider | | 50% |
| THC of Orlando, Inc. | PCS provider | | 50% |
| THC of Orlando LMDS, Inc. | LMDS provider | | 50% |
| THC of Houston, Inc. | PCS provider | 712-200 | 50% |
| THC of Melbourne, Inc. | PCS provider | | 50% |
| THC of San Diego, Inc. | PCS provider | | 50% |
| TeleCorp WCS, Inc. | WCS provider | | 50% |
| ABC Wireless, L.L.C. | PCS provider | 253 | 33.3% |
| Imdiana Acquisition, L.L.C. | PCS provider | | 50% |
| Wireless Acquisition, L.L.C. | PCS provider | | 50% |
| Royal Wireless, L.L.C. | PCS applicant | | 50% |
| Arnage Wireless, L.L.C. | PCS applicant | 7 7 | 50% |
| Zephyr Wireless, L.L.C. | 39 GHz applicant | | 50.1% Voting |
| | | | 9.25% Equity |

-

¹ Held jointly with Mr. Sullivan under a voting agreement.

Atlantis Bidding Corp. FCC Form 602 Exhibit 2 FCC Licensed Interests of Thomas Sullivan

Mr. Sullivan holds the following interests in FCC licensed companies:

| Lice5see | Principal Business | TIN | Interest |
|-------------------------------|-------------------------|-----|---------------------------|
| TeleCorp PCS, Inc. | PCS holding company | | 50.1% Voting ² |
| | | | 2.86% Equity |
| TeleCorp Holding Corp., Inc. | PCS provider | | 50.1% Voting ² |
| | | | 5.75% Eauity |
| TeleCorp LMDS, Inc. | LMDS provider | | 50.1% Voting ² |
| | | | 5.75% Equity |
| TeleCorp PCS, L.L.C. | PCS provider | 7 | 50.1% Voting ² |
| | | | 2.86% Equity |
| TeleCorp of Puerto Rico, Inc. | PCS provider | | 50.1% Voting ² |
| · | | | 2.86% Equity |
| TeleCorp Communications, Inc. | Microwave backhaul | | 50.1% Voting ² |
| ¹ | <u> </u> | | 2.86% Equity |
| THC of Tampa, Inc. | PCS provider | | 50% |
| THC of Orlando, Inc. | PCS provider | | 50% |
| THC of Orlando LMDS, Inc. | LMDS provider | | 50% |
| THC of Houston, Inc. | PCS provider | | 50% |
| THC of Melbourne, Inc. | PCS provider | | 50% |
| THC of San Diego, Inc. | PCS provider | | 50% |
| TeleCorp WCS, Inc. | WCS provider | | 50% |
| ABC Wireless. L.L.C. | PCS provider | | 33.3% |
| Indiana Acquisition, L.L.C. | PCS provider | | 50% |
| Wireless Acquisition, L.L.C. | PCS provider | 7 | 50% |
| Royal Wireless, L.L.C. | PCS applicant. | | 50% |
| Arnage Wireless, L.L.C. | PCS applicant | | 50% |
| Zephyr Wireless, L.L.C. | 39 GHz applicant | | 50.1% Voting |
| | | | 5.75% Equity |

² Held jointly with Mr. Vento under a voting agreement.

Atlantis Bidding Corp. FCC Form 602 Exhibit 3 FCC Licensed Interests of M/C Venture Partners IV, L.P. ("M/C-IV")

Atlantis Bidding Corp. ("Atlantis") has no affiliations with these entities other than a common investor. Accordingly, Atlantis does not have some requested information, including **TINs**, for the relevant companies. All of the companies may be contacted care of M/C Venture Partners IV, L.P.

- Triad Cellular Corporation ("Triad Corp."). Media/Communications Partners II Limited Partnership ("MCII"), an affiliate of M/C-IV, owns 7 1.933 1% of the voting equity of, and controls, Triad Corp., a U.S. corporation and PCS licensee.
- Triad Cellular L.P. ("Triad, L.P."). Triad Corp. is the sole General Partner of Triad, L.P., a U.S. limited partnership. Triad, L.P. is the licensee of Cellular Station KNKN334 (Texas TRSA) and operates under interim operating authority in Minnesota 7 Chippewa RSA market (Call Sign KNKP81). Triad, L.P. also holds point-to-point microwave licenses. Triad, L.P. has also filed Phase I cellular unserved area applications for New Mexico 2 RSA and Arizona.
- *Triad Oklahoma*, *L.P.* ("*T-OK*'>. T-OK is a U.S. limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner: Triad, L.P. (74%). T-OK is the licensee of Cellular Stations KNKN471 (Oklahoma 7 RSA) and KNKN745 (Oklahoma 8 RSA), and holds point-to-point microwave licenses.
- *Triad*, *Utah*, *L.P.* ("*T-UT*"). T-UT is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner: Triad, L.P. (74%). T-UT is the
- licensee of Cellular Stations KNKQ383 (Utah 3 RSA), KNKQ347 (Utah 4 RSA), and KNKN286 (Utah 6 RSA). T-UT also holds point-to-point microwave licenses.
- Triad, Texas, L.P. ("T-TX"). T-TX is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and two limited partners: Triad, L.P. (64%) and Texas 5 Corporation (10%). T-TX is the licensee of Cellular Stations KNKN467 (Texas RSA) and KNKN5 15 (Texas 4 RSA), and KNKN464 (Texas 5 RSA). T-TX also holds point-to-point microwave licenses.
- *Triad, Minnesota, L.P.* ("*T-MN*"). T-MN is a limited partnership with two general partners: Triad Corp. (1%) and Triad, L.P. (25%) and one limited partner Triad, L.P. (74%). T-M-N is the licensee of Cellular Stations KNKN450 (Minnesota 8 RSA) and Stations KNKN282 (Minnesota 9 RSA), and holds point-to-point microwave licenses.
- CellCall, Inc. ("CellCall"). MC II holds 3 1.547 percent of the voting stock of CellCall. M/C, an affiliate of MC II, holds 1.019 percent of the voting stock of CellCall. CellCall, a U.S. corporation, is primarily engaged in the provision of Special Mobile Radio ("SMR")Services, and holds or manages SMR licenses.
- U.S. Electro Comm Columbus Corp. ("Electro Comm"). CellCall holds 100 percent of the shares of Electro Comm, a U.S. corporation. Electro Comm offers SMR services to the public.